



LG&E Energy LLC
220 West Main Street (40202)
P.O. Box 32030
Louisville, Kentucky 40232

August 19, 2004

VIA HAND DELIVERY

Ms. Elizabeth O'Donnell, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, Kentucky 40602-0615

RECEIVED

AUG 20 2004

**PUBLIC SERVICE
COMMISSION**

RE: Joint Application of E.ON AG, Powergen plc, LG&E Energy Corp., Louisville Gas and Electric Company and Kentucky Utilities Company for Approval of an Acquisition – (Case No. 2001-104)

Dear Ms. O'Donnell:

Pursuant to the Commission's Order in the aforementioned case, E.ON AG, Powergen plc (*later renamed Powergen Ltd*), LG&E Energy LLC (*successor to LG&E Energy Corp.*), Louisville Gas and Electric Company, and Kentucky Utilities Company ("the Companies") hereby file four (4) copies of an August 19, 2004, letter to the Virginia State Corporation Commission ("VSCC") regarding the Money Pool. The Money Pool Participants, as outlined in that letter, request the VSCC to issue an Order Extending Authority through December 31, 2007. The Money Pool Participants, their respective roles within the Money Pool, and the operation of the Money Pool would conform in every aspect with the November 2002 Money Pool Application, the VSCC's December 2002 Order, and the VSCC's January 2004 Order. These documents have been previously filed with the Commission in the aforementioned proceeding. The Companies are filing these copies in compliance with *Item 25, Appendix A: Reporting* of the Commission's Order in Case No. 2001-104.

Please confirm your receipt of this filing by placing the File Stamp of your Office with date received on the extra copy and returning to me in the enclosed envelope.

If you have any questions regarding this information, please contact me at 502-627-4110 or contact Roger Hickman at 502-627-4031.

Sincerely,

John Wolfram
Manager, Regulatory Affairs

Enclosure

Michael S. Beer
Vice President
Rates and Regulatory

LG&E Energy, LLC
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Louisville, Kentucky 40202
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August 19, 2004

VIA UPS OVERNIGHT DELIVERY

Mr. Joel Peck, Clerk
Virginia State Corporation Commission
Document Control Center
Tyler Building – Second Floor
1300 East Main Street
Richmond, VA 23219

Re: Request for Extension of Existing Authority – Utility Money Pool – Case No. PUE 2002-00644 (Original VSCC Order dated December 17, 2002 and Amending Order dated January 30, 2004)

Dear Mr. Peck:

On November 15, 2002, Kentucky Utilities Company, d/b/a Old Dominion Power Company (“KU/ODP or “KU”) jointly filed an application (“the Money Pool Application”) with Louisville Gas and Electric Company (“LG&E”), LG&E Energy Services Inc. (“LG&E Services”), LG&E Energy Corp., E.ON AG, E.ON North America, Inc. (“E.ON NA”), and Fidelia Corporation (“Fidelia”) (collectively, including KU, “the Money Pool Participants”) for authority to participate in a money pool arrangement (“the Money Pool”). On December 17, 2002, the Virginia State Corporation Commission (“the VSCC” or “the Commission”) issued its Order Granting Authority in the above-cited proceeding (“the December 2002 Order”).

By letter dated January 15, 2004, the Money Pool Participants informed the Commission that, effective December 30, 2003, LG&E Energy Corp. was converted from a Kentucky corporation to a Kentucky limited liability company. This conversion was effected by the merger of LG&E Energy Corp. into the newly created LG&E Energy LLC (“LG&E Energy”), which, as the surviving entity, succeeded to all of the rights and obligations of LG&E Energy Corp. The Money Pool Participants requested the Commission authorize LG&E Energy LLC replace LG&E Energy Corp. as a lender-only participant in the Money Pool. All other Money Pool Participants, their respective roles within the Money Pool, the operation of the Money Pool, and the reporting requirements arising from the December 2002 Order would remain unchanged. On January 30, 2004, the VSCC issued its Order Amending Authority Granted and, effectively, approved this requested change (“the January 2004 Order”). The current authority for the Money Pool, pursuant to Ordering Paragraph No. 1 of the December 2002 Order, expires on December 31, 2004.

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Virginia State Corporation Commission
August 19, 2004
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Accordingly, KU, LG&E, LG&E Services, LG&E Energy, E.ON AG, E.ON NA, and Fidelia respectfully request that the Commission enter an Order Extending Authority for the operation of the Money Pool through December 31, 2007. The Money Pool Participants, their respective roles within the Money Pool, and the operation of the Money Pool would conform in every aspect with the Money Pool Application, the December 2002 Order, and the January 2004 Order. With this requested Order, the Money Pool Participants also respectfully ask the Commission to address whether the Report of Action, mentioned in Ordering Paragraph No. 6 of its December 2002 Order, is still required.

Furthermore, KU, LG&E, LG&E Services, LG&E Energy, E.ON AG, E.ON NA, and Fidelia hereby respectfully request the Commission to expeditiously enter the requested Order Extending Authority no later than September 24, 2004.

Please confirm your receipt of this request by placing the File Stamp of your Office, with date received, on the enclosed copy and returning to me in the accompanying self-addressed, stamped envelope.

Should you have any questions regarding this matter, please contact me.

Sincerely yours,



Michael S. Beer

cc: Daniel K. Arbough, LG&E Energy
Roger D. Hickman, LG&E Energy
Howard M. Spinner, VSCC Division of Economics and Finance
Lawrence T. Oliver, VSCC Division of Economics and Finance
Farris M. Maddux, VSCC Division of Economics and Finance
Kentucky Public Service Commission